

RECORD
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10-19-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



Tab settings

To the Honorable Commissioner of Patents and

101491436

original documents or copy thereof.

1. Name of conveying party(ies):

Virtual Learning Technologies, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Houghton Mifflin Company

Internal Address: _____

Street Address: 222 Berkeley Street

City: Boston State: MA ZIP: 02116

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: May 3, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75-793,695
75-924,784
75-924,785

MID 9-28-00

B. Trademark registration No.(s)

2,245,595
2,262,726

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Victoria Garbe

Internal Address: Houghton Mifflin Company

Street Address: 222 Berkeley Street

City: Boston State: MA ZIP: 02116

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41):..... \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10/18/2000 MTHAI1 00000291 75793695

01 FC:481 40.00 DP
02 FC:482 100.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Paul D. Weaver, Sr. Vice President &
Name of Person Signing General Counsel

9/27/00
Date

Total number of pages comprising cover sheet

1

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS dated May 3, 2000, by VIRTUAL LEARNING TECHNOLOGIES, L.L.C., an Alabama limited liability company ("Assignor"), to THE RIVERSIDE PUBLISHING COMPANY, a Delaware corporation ("Assignee").

WHEREAS, Assignor has adopted, used and is using the trademarks and service marks "CYBERTOOLS FOR SCHOOLS" and DESIGN, "CYBEREXAM", "POP" and DESIGN, "POPLEARNING!", "CYBERSTAR", "ACTNow!" and DESIGN and "VIRTUAL LEARNING ACADEMY" (the "Assigned Marks"), is the owner of United States registration numbers 2,262,726 and 2,245,595 in connection with the Assigned Marks "CYBERTOOLS FOR SCHOOLS" and DESIGN and "CYBEREXAM", respectively (the "Assigned Registrations"), and has filed applications for registration (the "Assigned Applications") for the Assigned Marks "CYBERSTAR" (serial number 75/793694), "ACTNow!" and DESIGN (75/793695), "VIRTUAL LEARNING ACADEMY" (75/829869), "POP" and DESIGN (serial number not yet issued) and "POPLEARNING!" (serial number not yet issued);

WHEREAS, Assignor and Assignee are parties to an Asset Purchase Agreement dated as of May 3, 2000 (the "Purchase Agreement") providing, among other things, that Assignor transfer to Assignee certain assets, properties, and rights, including the Assigned Marks, the Assigned Registrations and the Assigned Applications, owned by Assignor, on the terms and conditions set forth in the Purchase Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does sell, assign, transfer and set over to Assignee all of Assignor's right, title and interest in and to the Assigned Marks, the Assigned Registrations and the Assigned Applications, together with that part of the goodwill of the Assignor's business connected with the use of and symbolized by the Assigned Marks.

ASSIGNOR hereby irrevocably appoints Assignee, its successors and assigns, as true and lawful attorneys of Assignor to execute such further documents and instruments, and do such other acts and things as may be necessary or appropriate to effectuate the intentions hereof.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed on May 3, 2000.

VIRTUAL LEARNING TECHNOLOGIES, L.L.C.

By: 

Name: T. Alan Ritchie

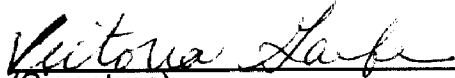
Title: Manager

CERTIFICATE OF MAILING BY EXPRESS MAIL

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I hereby certify that this correspondence is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on September 27, 2000.

Victoria Garbe


(Signature)

September 27, 2000
(Date of Signature)